

This is the Annexure marked 'A' referred to in the Form 1 signed by me Dated 10/12/20, 

ROTARY INTERNATIONAL DISTRICT 9455 INC.

CONSTITUTION

Adopted December, 2020

CONSTITUTION OF ROTARY INTERNATIONAL DISTRICT 9455 Inc.

1. Name of Association:

The name of the Association is Rotary International District 9455 Inc. ('the District').

2. Objects and Purposes of the District:

2.1 Objects of the District:

- 2.1.1 The District exists to encourage, promote and extend the Object of Rotary in clause 2.2 within the communities and Rotary Clubs forming the Rotary District on behalf of Rotary International ('RI').
- 2.1.2 The District shall be a non-profit, non-share capital entity and shall pay no dividend. Its purpose shall be charitable and benevolent.
- 2.1.3 The property and income of the District shall be applied solely towards the promotion of the objects of the District. No part of its income, money, property or other assets may be paid or otherwise distributed, directly or indirectly to Rotarians, directors or officers, except in good faith in the promotion of these objects.
- 2.1.4 In so far as the laws of the State of Western Australia (under which this District is incorporated) shall permit, this District shall be subject to the jurisdiction of RI.

2.2 The Object of Rotary:

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First The development of acquaintance as an opportunity for service;

Second High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third The application of the ideal of service in each Rotarian's personal, business and community life;

Fourth The advancement of international understanding, goodwill and peace through a world fellowship of business and professional persons united in the ideal of service.

2.3 Conformity to this Constitution:

If any provision of this Constitution is not in conformity with the Constitution, By Laws or policies of RI, as amended from time to time and:

- 2.3.1 that provision is required by Australian law, then the District shall consult with the responsible authorities and RI to determine a common approach that meets the intent of both local law and RI requirements; or
- 2.3.2 that provision is not required by Australian law, then the terms of the Constitution, By Laws or policies of RI shall prevail.

3. Financial Year of the District:

The financial year of the District will be 1st July to 30th June each year.



10/12/20

4. Powers of this Rotary District:

Subject to the Act, this District may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- 4.1 acquire, hold, deal with and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money:
 - 4.3.1 in any security in which trust monies may lawfully be invested; or
 - 4.3.2 in any other manner authorised by the By Laws of the District
- 4.4 borrow money upon such terms and conditions as the District thinks fit;
- 4.5 appoint District standing or select committees, or sub-committees, or individual Rotarians, to represent the interests of the District within the District, or in state-wide, national or international Rotary activities;
- 4.6 appoint agents to transact any business of the District on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable; and
- 4.8 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution of the District.

5. Membership of the District, Club Officers, Delegates of Member Clubs and Voting Rights:

- 5.1 The membership of this District shall be comprised of and limited to all Rotary Clubs designated to be in District 9455 pursuant to the RI Bylaws. The addition or removal of a member club or clubs from District 9455 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the membership of this District.
- 5.2 Each member club shall have two delegates who may formally represent their Club at general meetings of the District, but only one (1) deliberative vote.
- 5.3 Unless otherwise determined by the board of a member club and advised to the District in writing before the meeting or vote or other Rotary activity:
 - 5.3.1 the President of the member club shall be the member club's delegate for all decisions affecting the current Rotary year; and
 - 5.3.2 the President Elect or President Nominee of the member club shall be the member club's delegate for all decisions affecting the coming Rotary year; and
 - 5.3.3 the delegate shall be deemed to be voting on behalf of the member club, unless the District is specifically advised to the contrary.
- 5.4 Where the President or President Elect or President Nominee of a member club is not able to attend a general meeting of the District, the member club may appoint:
 - 5.4.1 another Rotarian from that club; or
 - 5.4.2 where there is no available member from that Club, a Rotarian from another Member Club in the District who is not already a delegate of another member club to represent the member club at the meeting and, where necessary, vote on behalf of the Member Club on matters before the District provided that due notice is provided to the District of this substitution.
- 5.5 Subject to these articles, on any matter before a general meeting or otherwise before the District for resolution by ballot, each Member Club represented at a general meeting or participating in a ballot conducted by mail, is entitled to at least one deliberative vote.
- 5.6 A member club may direct its delegate at a general meeting to vote in a particular manner on any matter on notice at a general meeting, as determined by the board of



- directors of the member club or the Rotarians present at a regular meeting of the member club, and shall so advise the District in writing before the general meeting.
- 5.7 In relation to a matter before the District for resolution, where determined by the District's Board of Directors, or demanded in accordance with these rules by delegates of at least three member clubs under clause 16.9, a matter may be resolved by ballot of all member clubs.
- 5.8 If a ballot is held, a suitably independent returning officer shall be appointed by the District to oversee and expedite the ballot in accordance with the District 9455 Constitution and By Laws and declare the result. A declaration by the returning officer as to the result of a ballot is evidence of the matter so declared. The returning officer is the District Secretary.
- 5.9 Voting at a meeting held by electronic means shall be by electronic poll, unless a ballot by mail is demanded.

6. Termination of Membership of the District

Termination of membership of the District shall only occur when a member club cease to be a member of RI, or is reallocated to a different RI District, as notified by RI in writing.

7. Register of Member Clubs of the District, Club Officers, and their Delegates

- 7.1 The District Secretary must keep and maintain in an up to date condition, a register of the Member Clubs comprising the District with their postal and email addresses, their club officers and their delegates in accordance with requirements under Section 53 of the Act and, upon the request of a delegate of a Member club, shall make the register available for inspection.
- 7.2 The register must be so kept and maintained and accessible on the District website.

8. Subscriptions of Member Clubs of the District

In the manner prescribed by the District 9455 By Laws, subscriptions payable by member clubs of the District shall be determined in advance of the Rotary year to which they relate, and endorsed by a general meeting or ballot of member clubs.

9. Board of Directors

- 9.1 Subject to the final authority of the District Governor as the Officer of RI in the District, functioning under the general control and supervision of the RI Board, the management of the District will be the responsibility of the Board of Directors.
- 9.2 The Board of Directors shall comprise the following:
 - 9.2.1 The District Governor as chairperson
 - 9.2.2 The immediate Past District Governor
 - 9.2.3 The District Governor Elect
 - 9.2.4 The District Governor Nominee
 - 9.2.5 The District Secretary
 - 9.2.6 The District Finance Director
 - 9.2.7 The Foundation Director (The Rotary Foundation Chair)
 - 9.2.8 other Directors as necessary for the smooth running of the District.

- 9.3 All Directors will be appointed by the District Governor – except the Immediate Past District Governor, the District Governor Elect, the District Governor Nominee and the District Foundation Chair who are endorsed by RI.
- 9.4 With the express written consent of the District Governor, the Board may assign such powers and functions, except the power of delegation, to individual Rotarians and standing committees as set out in the District 9455 Bylaws.

10. Chairperson

- 10.1 The District Governor must chair all general meetings and Board meetings of this District.
- 10.2 In the event of the absence from a general meeting or Board meeting of:
 - 10.2.1 the District Governor, then the Immediate Past District Governor will be the chair;
 - 10.2.2 if both the District Governor and immediate Past District Governor, then a director or delegate present at the meeting, elected by delegates present at that general meeting or by the other directors present at that Board meeting, as the case may require, shall chair the meeting.
- 10.3 The District Governor shall report annually to member clubs on the status of the incorporated District in an Annual Report and Annual Audited Accounts.

11. District Secretary

The District Secretary must:

- 11.1 coordinate the correspondence of the District;
- 11.2 keep full and correct minutes of the proceedings of the Board of Directors and of the District;
- 11.3 keep and maintain in an up to date condition on behalf of the District:
 - 11.3.1 the register of member clubs of the District;
 - 11.3.2 the Constitution of the District and, upon the request of a member club of the District, must make available the Constitution for the inspection by a delegate of the member club, who may make a copy of or take an extract from the Constitution; and
 - 11.3.3 a record of:
 - 11.3.3.1 the names and residential, postal and email addresses of the persons who hold the offices of the District provided for by this Constitution, including all offices held by the persons who constitute the Board of Directors and persons who are authorised to use the Common Seal of the District, and
 - 11.3.3.2 the names and residential, postal and email addresses of any persons who are appointed or act as trustees on behalf of the District and the District Secretary must, upon the request of a member club, make available the record for inspection by a delegate of the member club who may make a copy of or take an extract from the record.
 - 11.3.4 unless delegates of member clubs resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the District, including those referred to in clause 11.3 other than those required by clause 12.1 to be kept and maintained by, or in the custody of the District Finance Director or District Treasurer, and
 - 11.3.5 perform such other duties as are imposed by this Constitution on the District Secretary.

12. District Finance Director

The District Finance Director's responsibilities are:

- 12.1 Chair the District Finance Committee which includes the District Treasurer whose duties include:
 - 12.1.1 the receipt of all moneys paid or received by, or by him or her on behalf of, the District and must issue receipts for those moneys in the name of the District;
 - 12.1.2 payment or transfer of all moneys into such account or accounts of the District as the Board of Directors may from time to time direct;
 - 12.1.3 payments from the funds of the District with the authority of a general meeting or of the Board of Directors;
 - 12.1.4 keeping the accounting records of the District in such manner as will:
 - 12.1.4.1 correctly record and explain the financial transactions and financial position of the District;
 - 12.1.4.2 enable true and fair accounts of the District to be prepared from time to time, and
 - 12.1.4.3 enable true and fair accounts of the District to be conveniently and properly audited
 - 12.1.5 submitting to Member Clubs at each annual general meeting of the District audited accounts of the District showing the financial position of the District at the end of the immediately preceding financial year;
 - 12.1.6 unless the Member Clubs resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the District, and
 - 12.1.7 performing such other duties as are imposed by this Constitution.
 - 12.1.8 ensuring that any payment to a Board Member, out of the funds of the District, is approved by the Board and it is:
 - 12.1.8.1 in good faith to the officer as reasonable remuneration for any services provided to the District, or
 - 12.1.8.2 for goods supplied to the District, in the ordinary course of business, or
 - 12.1.8.3 payment of interest on money borrowed by the District from the officer, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia, or
 - 12.1.8.4 the payment of reasonable rent to the officer for premises leased by the officer to the District, or
 - 12.1.8.5 the reimbursement of reasonable expenses properly incurred by the officer on behalf of the District.
- 12.2 The District Finance Director is also responsible for:
 - 12.2.1 preparation of and maintaining supervision of the District Budget;
 - 12.2.2 supervision of the separate District Committee budgets
 - 12.2.3 providing strategic financial planning for the District;
 - 12.2.4 reporting to the Board on all District financial matters

13. Casual Vacancies in Membership of the Board of Directors

- 13.1 A casual vacancy occurs in the office of a director if the director in office:
 - 13.1.1 dies;

- 13.1.2 resigns by notice in writing delivered to the District Governor or, if the director is the District Governor, to the District Governor Elect and that resignation is accepted by resolution of the Board of Directors;
- 13.1.3 is convicted of an indictable offence;
- 13.1.4 is permanently incapacitated by mental or physical ill-health;
- 13.1.5 is absent for more than:
 - 13.1.5.1 three (3) consecutive Board meetings, or
 - 13.1.5.2 three (3) Board meetings in the same financial year without tendering an apology to the person chairing each of those meetings, of which meetings the director received notice, and the Board of Directors has resolved to declare the office vacant;
- 13.1.6 ceases to be a Rotarian in the District; or
- 13.1.7 is the subject of a resolution passed by a general meeting or ballot of member clubs terminating his or her appointment as a director.
- 13.2 Except for the offices of District Governor, District Governor Elect, District Governor Nominee and the District Foundation Chair which shall be appointed under RI Bylaws after nomination as required under District 9455 Bylaws, the Board of Directors may co-opt a suitably qualified Rotarian to fill a casual vacancy in the office of a director for the remainder of the year.

14. Proceedings of the Board of Directors

- 14.1 A director having any direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of the Board of Directors (except if that pecuniary interest exists only by virtue of the fact that the director is a member of a group of persons for whose benefit the District is established, or is an employee of the District) must:
 - 14.1.1 as soon as he or she becomes aware of that interest disclose the nature and extent of his or her interest to the Board of Directors; and
 - 14.1.2 not take part in any deliberations or decision of the Board of Directors with respect to that contract and the District Secretary must cause every such disclosure to be recorded in the minutes of the meeting of the Board at which it is made.
- 14.2 The Board of Directors must meet together for the dispatch of business on not less than four (4) occasions during each Rotary year.
- 14.3 The District Governor, or at least half the directors comprising the Board may at any time convene a meeting of the Board.
- 14.4 At a Board meeting, greater than fifty percent (50%) of directors present constitutes a quorum.
- 14.5 Each director has one (1) deliberative vote.
- 14.6 A question arising at a Board meeting must be decided by consensus or by a majority of votes but if there is no majority, there is no casting vote and the motion is lapsed.
- 14.7 The presence of a director at a Board meeting need not be by attendance in person but may be by that director and each other director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 14.8 If a director is unable to attend a meeting in person, they are expected to review the agenda of the meeting and if motions or resolutions are included on the agenda, to provide their vote by way of written proxy. This proxy is to have been provided to the District Secretary no later than twelve (12) hours prior to the commencement of the meeting. The written proxy indicates the vote of the director who will be absent from

the meeting and does not give authority to another director to act on their behalf. If the motion or resolution is altered at the meeting – then the proxy is invalid.

15. General Meetings

15.1 The Board of Directors:

15.1.1 must convene an annual general meeting by 31st December each year;

15.1.2 may at any time convene a special general meeting

15.1.3 must, within twenty-eight 28 days of receiving a request in writing to do so from not less than ten percent (10%) of member clubs (round up to the next whole number if .5 and above), convene a special general meeting for the purpose specified in that request;

15.1.4 may, in view of a geographic separation of the member clubs, conduct the business of any general meeting, including any general meeting held in conjunction with the District Conference, by electronic means.

15.2 Each member club making a request for a special general meeting must so resolve at a regular meeting of that member club and the delegate of the member club must sign the request and state in that request the purpose for which the special general meeting is required.

15.3 If a special general meeting is not convened within the relevant period of twenty-eight 28 days referred to in clause 15.1.3 the member clubs who made the request may themselves convene a special general meeting.

15.4 The District Secretary must give to all member clubs not less than fourteen (14) days' notice of a special general meeting and that notice must specify:

15.4.1 when and where the general meeting is to be held, and

15.4.2 particulars of the business to be transacted at the general meeting and the order in which that business is to be transacted.

15.5 The District Secretary must give to all member clubs not less than twenty-one (21) days' notice of an annual general meeting and that notice must specify:

15.5.1 when and where the annual general meeting is to be held;

15.5.2 the particulars and order in which business is to be transacted, as follows:

15.5.2.1 first, the consideration of the accounts and reports of the Board of Directors;

15.5.2.2 second, any other business requiring consideration by the District at the general meeting.

15.6 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the District Secretary must give to all member clubs not less than twenty-one (21) days' notice of a meeting at which a special resolution is to be proposed. In addition to those matters specified in clauses 15.4 and 15.5 as relevant the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

15.7 The District Secretary must give a notice under clauses 15.4, 15.5 and 15.6 by:

15.7.1 serving it on the delegate of a member club personally or by electronic means; or

15.7.2 sending it by post or by electronic means to a member club at the address of the member club appearing in the register of member clubs kept and maintained under clause 11.1.3.

15.8 Any Rotarian in a member club in the District may attend a general meeting of the District and may speak on any matter before the District but, except as a delegate under (4.3) or (4.4), shall have no authority to cast a vote on any matter before the District.

15.9 The Rotarian may attend a general meeting in person or electronically.

16. Quorum and Proceedings at General Meetings

- 16.1 At a general meeting, delegates from at least two/fifths of member clubs constitute a quorum, whether attending in person or electronically.
- 16.2 If, within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given under clauses 15.5 and (15.6:
- 16.2.1 as a result of a request or notice referred to in clause 15.1.3 or as a result of action taken under clause 15.3 a quorum is not present, then the general meeting lapses; or
- 16.2.2 otherwise than as a result of a request, notice or action referred to in clause 16.2.1 then the general meeting stands adjourned to the same time on the same day in the following week and at the same venue including electronic attendance.
- 16.3 If a quorum is not present within thirty (30) minutes of the time appointed by clause 16.2.2 for the resumption of an adjourned general meeting, the delegates from Member Clubs that are present, in person or electronically, may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 16.4 The chairperson may, within the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 16.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned unless the agenda allows for 'other business without notice'.
- 16.6 When a general meeting is adjourned for a period of twenty-eight (28) days or more, the District Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 16.7 At a general meeting:
- 16.7.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, or polled by electronic means and
- 16.7.2 a special resolution put to the vote will be decided as defined in the Glossary of this Constitution and if a ballot is demanded, in accordance with clauses 16.9 to 16.11.
- 16.8 A declaration by the chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a ballot is demanded under clause 16.9.
- 16.9 At a general meeting, the chairperson or delegates of three or more member clubs present in person or by electronic means, may demand a ballot, either of those present, in person or electronically, or of all member clubs and, subject to this Constitution and Bylaws, the ballot must be taken in such manner as the chairperson directs.
- 16.10 A ballot demanded must be taken as soon as possible after that demand being made however it may be necessary to adjourn the meeting to meet a requirement for a ballot of all member clubs.
- 16.11 If a ballot is demanded and taken in respect of an ordinary resolution, a declaration by the chairperson of the result of the ballot is evidence of the matter so declared.

17. Minutes of the Meetings of the District

- 17.1 The District Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and a copy to be stored electronically.



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- 17.2 The chairperson must ensure that the minutes taken of a general meeting or Board meeting are checked and signed as correct by the chairperson of the general meeting or Board meeting to which those minutes relate or by the chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- 17.3 When minutes have been entered and signed as correct under this clause they are, until the contrary is proved, evidence that:
 - 17.3.1 the general meeting of Board meeting to which they relate ('the meeting') was duly convened and held;
 - 17.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - 17.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

18. Bylaws of the District

- 18.1 Subject to this Constitution, local laws and requirement of RI, the Board of Directors shall promulgate Bylaws for the District. The Board may appoint a committee such as the Legislation Committee to draft Bylaws on its behalf.
- 18.2 These Bylaws shall include, in such manner and format as approved by the Board:
 - 18.2.1 The process for nomination of a District Governor.
 - 18.2.2 Administrative and financial arrangements, including:
 - 18.2.2.1 District communications and technology;
 - 18.2.2.2 the preparation of District budgets;
 - 18.2.2.3 setting of District dues;
 - 18.2.2.4 management and maintenance of District resources generally and of specific District funds or trusts;
 - 18.2.2.5 banking and investment of District or trust moneys and District accounts and reporting, record-keeping, risk management, insurance and auditing
 - 18.2.3 The roles, duties and responsibilities of District committees and District officers not already defined in this Constitution.
 - 18.2.4 Arrangements necessary for the proper conduct of District general meetings, voting and ballots of member clubs, and election of the delegate to represent the District at the RI Council on Legislation.
 - 18.2.5 Matters relating to the District Conference.
 - 18.2.6 Such other matters as determined by the Board of Directors.
- 18.3 Where the Board of Directors considers it practicable, proposed Bylaws shall be tabled at or before a general meeting for resolution at that meeting. The chairman may adjourn the meeting to allow time for the Bylaws to be considered.

19. Alteration of this District Constitution:

- 19.1 If the District wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- 19.2 This clause binds every member club and the District to the same extent as if every member club and the District had signed and sealed this Constitution and agreed to be bound by all its provisions. These rules effectively include the relevant powers and duties as part of each member club's rules.

20. Common Seal of the District

- 20.1 The District must have a common seal on which its corporate name appears in legible characters.
- 20.2 The common seal of the District must not be used without the express authority of the Board and every use of that seal must be recorded.
- 20.3 The affixing of the common seal of the District must be witnessed by any two of the chairperson, the vice chairperson, the District Secretary or the District Finance Director / District Treasurer.
- 20.4 The common seal of the District must be kept in the custody of the District Secretary or of such other person as the Board of Directors from time to time decides.

21. Audit and Inspection of Account and Records, etc. of the District

- 21.1 The Board shall ensure that a suitably qualified person audits the annual accounts of the District, and an audited annual statement of the District's accounts is provided to the current District Governor within three (3) months of the completion of the former Governor's year in office.
- 21.2 A member club may appoint in writing any Rotarian who may at any reasonable time inspect without charge the books, documents, records and securities of the District.

22. Disputes and Mediation

- 22.1 The grievance procedure set out in this clause applies to disputes under these clauses between:
 - 22.1.1 a member club or Rotarian, and another Rotary Club, or Rotarian whether within the District or in another Rotary district; or
 - 22.1.2 the District and a member club or Rotarian within the District, or Rotary Club or Rotarian from another Rotary district; or
 - 22.1.3 If the District provides services to non-Rotarians, the District and those non-Rotarians who receive services from the District.
- 22.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (10) days after the dispute comes to the attention of all of the parties.
- 22.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 22.4 The mediator must be:
 - 22.4.1 a person chosen by agreement between the parties; or
 - 22.4.2 in the absence of agreement:
 - 22.4.2.1 in the case of a dispute as defined in clause 22.1.1, a person appointed by the Board of Directors of the District;
 - 22.4.2.2 in the case of a dispute as defined by clause 22.1.2 or 22.1.3, a person who is a mediator appointed to, or employed by, a not-for-profit association.
- 22.5 A Rotarian from the District, or from another district not a party to the dispute can be a mediator.
- 22.6 The mediator cannot be a Rotarian who is, or a Rotarian from a member club that is, a party to the dispute.
- 22.7 The parties to the dispute must in good faith attempt to settle the dispute by mediation.

- 22.8 The mediator, in conducting the mediation, must:
- 22.8.1 give the parties to the mediation process every opportunity to be heard;
 - 22.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 22.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 22.9 The mediator must not determine the dispute.
- 22.10 The mediation must be confidential and without prejudice.
- 22.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

23. Dissolution of the District

- 23.1 The District Governor of District 9455 shall call a Special General Meeting of the Member Clubs of the District to consider a special resolution to wind up the District;
- 23.1.1 upon a directive of the Board of Directors of RI; or
 - 23.1.2 upon a resolution of its member clubs calling for such a meeting and passed at a special general meeting of the District, at a District Conference, or by ballot-by-mail on the approval of two-thirds of member clubs.
- 23.2 A special resolution to wind up the District must be approved by seventy-five percent (75%) of the member clubs represented at the special general meeting of the District convened for the purpose.
- 23.3 Following the approval of a special resolution to wind-up the District, the District Governor of District 9455 shall:
- 23.3.1 cause a copy of the special resolution to be lodged with the Commissioner within fourteen (14) days after the passing of the resolution; and
 - 23.3.2 provide the Board of Directors of RI with notice of the decision by the member clubs in District 9455 to dissolve the association and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.

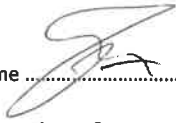
24. Distribution of Surplus Property on Winding up of the District

If upon the winding up or dissolution of the District there remains, after satisfaction of all of its debts and liabilities, any money or property whatsoever, the same must not be paid to or distributed amongst Rotarians or former Rotarians. The surplus money or property must be given or transferred to another association/s incorporated under the Act which has/have similar objects and which is/are not carried out for the purposes of profit or gain to its/their individual members, and which association/s shall be determined by resolution of the member clubs.

GLOSSARY

In this Constitution, unless the contrary intention appears:

'Act'	Means the <i>Associations Incorporation Act 2015</i>
'Board'	Means the Board of Directors referred to in clause 9, except where referring specifically to the Board of RI or of a member club
'bylaw'	Means a bylaw under clause 19, except where referring specifically to the bylaws of RI
'clause'	Means a requirement of this Constitution, comprising a set of rules
'Commissioner'	means the person for the time being designated as the Commissioner under section 153 of the Act
'delegate'	Means a delegate of a member club under clause 5.2
'director'	Means a person referred to in clause 9.2
'District'	Means the Association referred to in clause 1
'District Assembly'	Means the annual training meeting of club presidents elect and incoming club leaders held to prepare them for their year in office and to build their leadership skills. It is acknowledged that assemblies other than the annual training meeting may be held within the District
'District Conference'	Means the annual conference of the District to which all members of the members clubs in the District are invited
'District Governor'	Means the officer of RI nominated by member clubs in the District and elected by RI, to supervise the administration of member clubs in the District
'financial records'	includes — (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and (b) documents of prime entry; and (c) working papers and other documents needed to explain — (i) the methods by which financial statements are prepared; and (ii) adjustments to be made in preparing financial statements
'financial report'	has the meaning given in section 63 of the Act
'financial statements'	means the financial statements in relation to the Association required under Part 5 Division 3 of the Act
'financial year'	of the Association, has the meaning given in clause 3
'general meeting'	Means a meeting to which delegates of all member clubs are invited
'ordinary resolution'	Means a resolution other than a special resolution
'register of members'	means the register of members referred to in section 53 of the Act
'RI'	Means Rotary International

This is the Annexure marked 'A' referred to in the Form 1 signed by me  Dated 10/12/20

- 'Rotarian' Means an up-to-date financial member of a member club in this District
- 'Rotary year' Means each period commencing 1st July and ending on 30th June in the following year
- 'special resolution' means a resolution passed by the members at a general meeting in accordance with section 51 of the Act